

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered

Objection Deadline: November 21, 2005 at 4:00 p.m. (prevailing Eastern time)
Hearing Date: To Be Determined, Only If Objections Are Timely Filed

**SUMMARY OF APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO W.R. GRACE & CO., ET AL. FOR THE
INTERIM PERIOD FROM SEPTEMBER 1, 2005 THROUGH SEPTEMBER 30, 2005**

Name of Applicant:	<u>Foley Hoag LLP</u>
Authorized to Provide Professional Services to:	<u>W.R. Grace & Co., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>September 30, 2005, <i>nunc pro tunc</i> July 1, 2005</u>
Period for Which Compensation and Reimbursement is Sought:	<u>September 1, 2005 through September 30, 2005</u>

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$21,031.20 (80% of 26,289.00; remaining 20% to be sought as part of quarterly application)

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$11.64

This is a X monthly quarterly X interim final application

The total time expended for fee application preparation is approximately 5.3 hours and the corresponding compensation requested is approximately \$1,400.00.

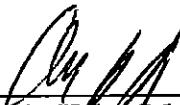
The Foley Hoag attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$445.00	58.4	\$ 25,988.00
Adam P. Kahn	Partner	Environmental	\$430.00	0.7	\$ 301.00
TOTAL				59.1	\$ 26,289.00

Summary of expenses incurred on behalf of the Debtors in these cases during the Fee Period:

Description	August
Photocopies	\$ 5.64
Mileage, Tolls & Parking	\$ 6.00
TOTAL	\$ 11.64

Respectfully submitted,

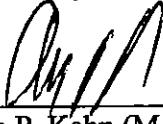

 Adam P. Kahn (MA BBO # 561554)
 Foley Hoag LLP
 Seaport World Trade Center West
 155 Seaport Boulevard
 Boston, MA 02210-2600
 (617) 832-1000

Dated: October 28, 2005

RULE 2016-2(f) CERTIFICATION

I, Adam P. Kahn, have reviewed the requirements of Rule 2016-2 and certify that the Summary of Application of Foley Hoag LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to W.R. Grace & Co., et al., for the Interim Period from September 1, 2005 through September 30, 2005 complies with the Rule.

Respectfully submitted,



Adam P. Kahn (MA BBO # 561554)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: October 28, 2005

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered

Objection Deadline: November 21, 2005 at 4:00 p.m. (prevailing Eastern time)
Hearing Date: To Be Determined, Only If Objections Are Timely Filed

**FEE DETAIL FOR FOLEY HOAG LLP'S MONTHLY FEE APPLICATION FOR THE
PERIOD OF SEPTEMBER 1, 2005 THROUGH SEPTEMBER 30, 2005**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp, Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Matter 88 - Acton Site OU3

Fees

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$445.00	49.0	\$ 21,805.00
TOTAL				49.0	\$ 21,805.00

Expenses

Description	Total
Photocopies	\$ 5.64
Mileage, Tolls & Parking	\$ 6.00
TOTAL	\$ 11.64



**FOLEY
HOAG LLP**
ATTORNEYS AT LAW

W.R. Grace & Co.

Invoice Number	348131
Invoice Date	10/28/05
Client Number	08743
Matter Number	00088

Re: Acton Site OU3

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/05:

Date	Timekeeper	Hours
09/01/05	Jaffe	5.3
	Outlining potential negotiation issues with Acton (2.9); telephone conference with team regarding same (0.8); telephone conference with team regarding comment to Environmental Protection Agency (0.8); telephone conference with Mr. Golledge, Commissioner of Department of Environmental Protection (0.3); email to team regarding same (0.2); reviewing revised comments (0.3).	
09/02/05	Jaffe	3.7
	Reviewing draft comments (2.7); emails with team regarding comments and communications with Department of Environmental Protection and Environmental Protection Agency (1.0).	
09/06/05	Jaffe	5.3
	Team telephone conference regarding comments and negotiations with Town (1.2); revising, revising comments (3.3); revising letter to Ms. Muench (0.8).	
09/07/05	Jaffe	3.1
	Reviewing revised comments (1.1); emails with team (0.5); telephone conference and email with Ms. Johns (0.6); reviewing Acton by-law issues (0.9).	
09/08/05	Jaffe	3.2
	Reviewing Town and DEP comments (2.7); emails with team regarding same (0.5).	
09/09/05	Jaffe	3.2
	Reviewing Town comments (0.9); letter to Ms. Muench (0.8); emails with team (0.8); telephone conference and email with Ms. Johns (0.7).	
09/12/05	Jaffe	2.3
	Reviewing comments (0.7); emails with team regarding press coverage and follow-up (1.6).	
09/13/05	Jaffe	3.2
	Telephone conference with Ms. Muench (0.7); email to team regarding same (0.2);	

08743 W.R. Grace & Company
 00088 Acton Site OU3
 10/28/05

Invoice Number 348131
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Date	Timekeeper	Hours

		telephone conference with Ms. Duff regarding same (0.4); email to team (0.2); reviewing issues regarding EPA remedy change (1.4); emails with Mr. Guswa (0.3).
09/14/05	Jaffe	Telephone conference with Mr. Obradovic and Ms. Duff (0.7); reviewing issues regarding remedy change (1.8). 2.5
09/15/05	Jaffe	Email to team regarding letter to EPA and meeting with DEP (0.4); telephone call to Mr. Golledge (0.5); reviewing ROD issues (1.9). 2.8
09/16/05	Jaffe	Reviewing GeoTrans sediment sampling report (0.9); emails with team regarding same (0.3). 1.2
09/20/05	Jaffe	Telephone conference with DEP Commissioner (0.4); email to team regarding same (0.3); emails with Ms. Johns regarding letter to EPA (0.4). 1.1
09/21/05	Jaffe	Telephone conference with Ms. Muench at EPA (0.6); emails with team regarding same (0.2); research for letter to EPA (0.9). 1.7
09/22/05	Jaffe	Telephone conference with team (0.7); telephone conference with Ms. Muench at EPA (0.4); email to team regarding same (0.2); drafting letter to EPA regarding remedy changes (0.5); research for same (0.4); emails with team (0.8); emails with Ms. Johns regarding Mr. Golden (0.3). 3.3
09/23/05	Jaffe	Revising letter to DEP (0.5); emails with team regarding same (0.4). 0.9
09/26/05	Jaffe	Emails with team regarding letter to Ms. Muench (0.8); reviewing, revising same (0.8). 1.6
09/27/05	Jaffe	Finalizing letter to EPA (0.5); email to Ms. Muench (0.2); telephone conference with Ms. Duff (0.3); emails with team (0.3). 1.3
09/28/05	Jaffe	Reviewing ACES comments on proposed plan (1.1). 1.1
09/30/05	Jaffe	Telephone conference with Ms. Muench at EPA (0.5); team telephone conference regarding meeting with DEP (1.0); emails with Ms. Johns and Ms. Duff (0.7). 2.2

		TOTAL HOURS 49.0

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00088 Acton Site OU3
10/28/05

Invoice Number 348131
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TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours
Jaffe	49.0

CURRENT FEES 21,805.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Date		
09/30/05	Photocopying	5.64
09/30/05	Mileage, tolls & parking	6.00
	CURRENT EXPENSES	11.64

TOTAL AMOUNT OF THIS INVOICE 21,816.64

Matter 100 - Woburn Lease Environmental Issues**Fees**

Name of Professional Person	Position	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Seth D. Jaffe	Partner	Environmental	\$445.00	9.4	\$ 4,183.00
Adam P. Kahn	Partner	Environmental	\$430.00	0.7	\$ 301.00
TOTAL				10.1	\$ 4,484.00



**FOLEY
HOAG LLP**
ATTORNEYS AT LAW

W.R. Grace & Co.

Invoice Number 348132
Invoice Date 10/28/05
Client Number 08743
Matter Number 00100

Re: Woburn Lease Environmental Issues

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/05:

Date	Timekeeper		Hours
09/01/05	Jaffe	Telephone conference with Ms. Johns regarding reporting issue (0.2); research regarding same (0.3); reviewing buyer's Phase II regarding same (0.3).	0.8
09/02/05	Kahn	Conference with S. Jaffe regarding release reporting (0.3).	0.3
09/02/05	Jaffe	Reviewing ECS Phase II report (1.1); research regarding same (0.7); email to Ms. Johns regarding same (0.3); conference with A. Kahn regarding release reporting (0.3).	2.4
09/12/05	Jaffe	Emails with team regarding reporting issue (0.6).	0.6
09/15/05	Jaffe	Emails with Mr. Child (0.4).	0.4
09/16/05	Jaffe	Emails with team regarding building demolition issue (0.4); emails with DMs. Johns regarding report to DEP and EPA (0.4).	0.8
09/19/05	Jaffe	Reviewing data package (0.3); letter to EPA regarding same (0.3); emails with team regarding same (0.2); emails to Ms. Johns regarding building demolition requirements (0.3); research regarding same (0.3).	1.4
09/19/05	Kahn	E-mail S. Jaffe regarding permitting needs for demo project (0.4).	0.4
09/23/05	Jaffe	Emails with Ms. Johns regarding lease (0.5); reviewing environmental issues regarding same (1.2).	1.7
09/28/05	Jaffe	Emails with Mr. Child and Ms. Johns regarding reporting to EPA (0.8).	0.8
09/30/05	Jaffe	Telephone conference with Mr. Child (0.5).	0.5

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00100 Woburn Lease Environmental Issues
10/28/05

Invoice Number 348132
Page 2

TOTAL HOURS 10.1

TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours
Jaffee	9.4
Kahn	0.7

CURRENT FEES 4,484.00

TOTAL AMOUNT OF THIS INVOICE 4,484.00